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February 4, 1997

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32301

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****122.50 ****122.50

RE: AUNT MILLIE PRODUCTIONS, INC.

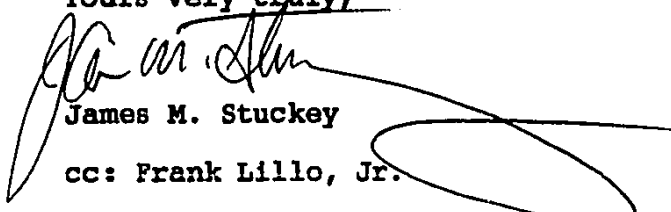
Dear Sir or Madam:

I am enclosing the original and a copy of the Articles of Incorporation and Acceptance of Registered Agent for the above-referenced corporation.

I am sending this by Federal Express, as my clients wish to enter into contracts in the corporate name right away. Please file these Articles as soon as possible, and I will call in to see if they have been filed. If it is not against office policy, please call me collect at (561) 223-8100 to confirm as soon as possible that the Corporation has been filed.

I am enclosing my check for \$122.50 to cover the filing fees and the cost of the certified copy of the Articles. Please forward the certified copy to me at your convenience. If you need anything further, please do not hesitate to call, collect. Thank you for your assistance.

Yours very truly,


James M. Stuckey

cc: Frank Lillo, Jr.

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TALLAHASSEE, FLORIDA

F. CHANDLER FEB 6 1997

ARTICLES OF INCORPORATION

OF

AUNT MILLIE PRODUCTIONS, INCORPORATED

The undersigned Incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of this corporation shall be: **AUNT MILLIE PRODUCTIONS, INCORPORATED**

ARTICLE II. INITIAL REGISTERED OFFICE

The street address of the initial registered office of this corporation is 2490 S.E. Marseille Street, Port St. Lucie, Florida 34952. The mailing address of this corporation is 2490 S.E. Marseille Street, Port St. Lucie, Florida 34952.

ARTICLE III. CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is 10,000. Such shares shall be of a single class, and shall have a par value of \$1.00 per share.

ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent is:

Debra J. Lillo

2490 S.E. Marseille Street
Port St. Lucie, Fl. 34952

ARTICLE V. CORPORATE DURATION

The duration of the corporation is perpetual.

ARTICLE VI. PURPOSES

The general purposes for which the corporation is organized are:

1. To engage in the business of managing, marketing, and providing costumed characters for contract performances.
2. To transact any other lawful business for which corporations may be incorporated under the Florida Business Corporation Act.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

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ARTICLE VII. INCORPORATOR

The name and address of each person signing these Articles of Incorporation is:

Frank Lillo, Jr.

2490 S.E. Marseille Street
Port St. Lucie, Fl. 34952

Debra J. Lillo

2490 S.E. Marseille Street
Port St. Lucie, Fl. 34952

ARTICLE VIII. DIRECTORS

The number of directors constituting the initial board of directors of the corporation is one (1). The number of directors may be changed from time to time by an amendment to the Bylaws of the Corporation. The name and address of the person who is to serve as the sole member of the initial board of directors is:

Frank Lillo, Jr.

2490 S.E. Marseille Street
Port St. Lucie, Fl. 34952

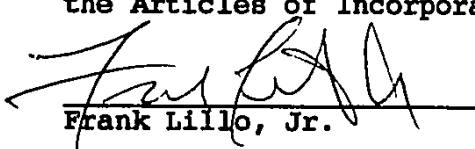
ARTICLE IX. MEETINGS BY CONFERENCE TELEPHONE

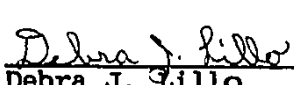
Members of the board of directors may participate in special, regular and annual meetings of the board of directors by means of conference telephone or similar communication equipment as provided by law.

ARTICLE X. INDEMNIFICATION

This corporation may be empowered to indemnify any officer or director or any former officer or director in the manner set out and provided for pursuant to the provisions of Section 607.0850 of the Florida Statutes, as amended.

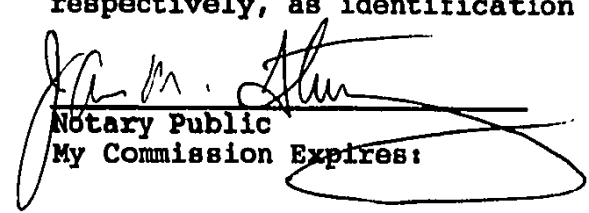
IN WITNESS WHEREOF the undersigned subscribers have executed the Articles of Incorporation on this 4th day of February, 1997.

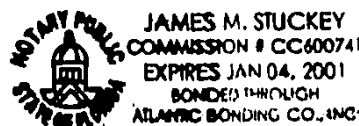

Frank Lillo, Jr.


Debra J. Lillo

STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 4th day of February, 1997 by Frank Lillo, Jr. and Debra J. Lillo, who are personally known to me or who have produced their Florida Driver's Licenses Numbers A400-260-53-336-0 and A400-170-55-510-0, respectively, as identification and who did not take an oath.


Notary Public
My Commission Expires:



**ACCEPTANCE OF REGISTERED AGENT
FOR AUNT MILLIE PRODUCTIONS, INC.**

That AUNT MILLIE PRODUCTIONS, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 2490 S.E. Marseille Street, Port St. Lucie, Florida 34952, has named DEBRA J. LILLO, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-named corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

By: Debra J. Lillo
DEBRA J. LILLO

RECEIVED
TALLAHASSEE, FLORIDA

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